

Gehl Katherine M.
Form 4
December 28, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2018
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gehl Katherine M.

2. Issuer Name and Ticker or Trading Symbol
MARCUS CORP [MCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5721 STATE ROAD 83
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

HARTLAND, WI 53029
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/27/2018		A		1,500 (1) \$ 0 6,479	D	
Common Stock					3,888	I	By Katherine M. Gehl 2005 Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy) ⁽²⁾	\$ 38.51	12/27/2018		A	1,000	12/27/2018 12/27/2028	Common Stock	1,000
Stock Option (Right to Buy) ⁽²⁾	\$ 17.45					01/06/2015 01/06/2025	Common Stock	1,000
Stock Option (Right to Buy) ⁽²⁾	\$ 19.65					05/28/2015 05/28/2025	Common Stock	1,000
Stock Option (Right to Buy) ⁽²⁾	\$ 18.97					12/31/2015 12/31/2025	Common Stock	583
Stock Option (Right to Buy) ⁽²⁾	\$ 31.55					12/29/2016 12/29/2026	Common Stock	1,000
Stock Option (Right to Buy) ⁽²⁾	\$ 27.2					12/28/2017 12/28/2027	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gehl Katherine M. 5721 STATE ROAD 83	X			

HARTLAND, WI 53029

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Katherine M.

Gehl

12/28/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted stock granted December 27, 2018 vests and becomes exercisable as follows: 50% after 2nd anniversary of the date of grant and 100% after 4th anniversary of the date of grant.

(2) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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